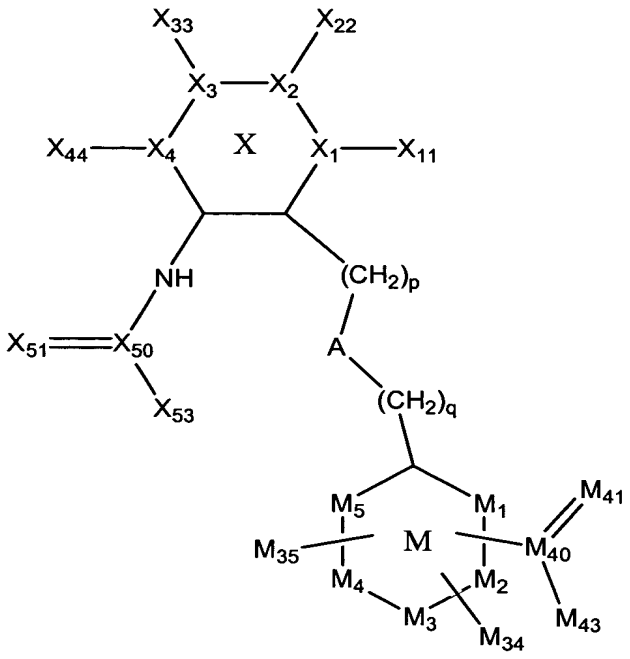
What is claimed is:

1. A compound corresponding to Formula I and the isomers, tautomers, salts and prodrugs thereof:



(I)

wherein:

the X ring and the M ring are independently aromatic rings;

A is oxygen, sulfur, sulfoxide, sulfone, -NHC(=A_2)- or –C(=A_2)NH-;

A_2 is oxygen or sulfur;

M_1, M_2, M_3, M_4, and M_5 are independently a bond, carbon, nitrogen, oxygen or sulfur, provided, however, no more than one of M_1, M_2, M_3, M_4, and M_5 is a bond;

M_{34} and M_{35} are independently an electron pair, hydrogen, hydrocarbyl, substituted hydrocarbyl, hydroxy, hydrocarbyloxy, substituted hydrocarbyloxy, mercapto, halo, heterocyclo, cyano, nitro, amino, acyloxy, or acyl, or M_{34} and M_{35} are bonded to adjacent carbon atoms and together with the atoms to which they are bonded form a fused ring system;

M_{40} is carbon, sulfur or sulfoxide;

M_{41} is oxygen, sulfur, or NM_{42};

M_{42} is hydrogen, hydrocarbyl, or substituted hydrocarbyl; and

M_{43} is hydrogen, hydrocarbyl, substituted hydrocarbyl, hydrocarbyloxy, substituted hydrocarbyloxy, amino, hydrocarbylthio, or substituted hydrocarbylthio;

p and q are independently 0,1,or 2;

X_1, X_2, X_3, and X_4 are independently a bond, carbon, nitrogen, oxygen or sulfur, provided, however, no more than one of X_1, X_2, X_3, and X_4 is a bond;

X_{11}, X_{22}, X_{33}, and X_{44}, are independently an electron pair, hydrogen, hydrocarbyl, substituted hydrocarbyl, hydroxy, hydrocarbyloxy, substituted hydrocarbyloxy, mercapto, halo, heterocyclo, cyano, nitro, amino, acyloxy, or acyl; provided, however, X_{11}, X_{22}, X_{33}, or X_{44} is not present when X_1, X_2, X_3 or X_4, respectively, is a bond;

X_{50} is carbon, sulfur or sulfoxide,

X_{51} is oxygen, sulfur, or NX_{52},

X_{52} is hydrogen, hydrocarbyl, or substituted hydrocarbyl; and

X_{53} is hydrogen, hydrocarbyl, substituted hydrocarbyl, heterocyclo, or amino.

2. The compound of claim 1 wherein the sum of p and q is 1.

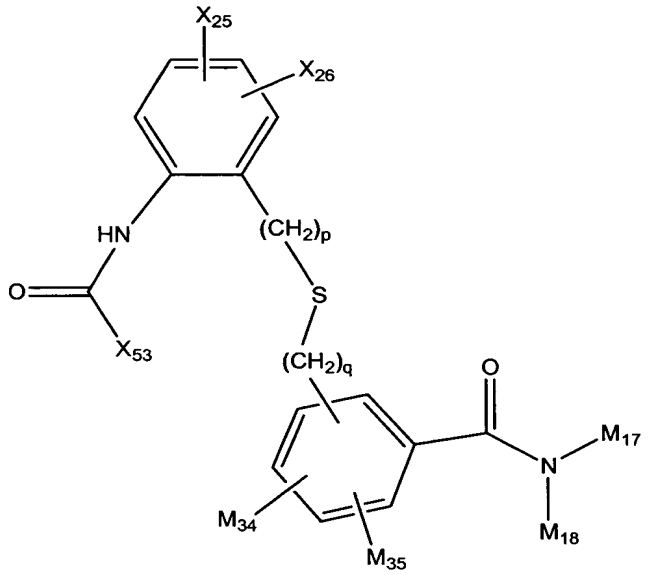
3. The compound of claim 1 wherein X_{50} is carbon and X_{51} is oxygen.

4. The compound of claim 1 wherein X_{53} is heterocyclo, optionally substituted alkyl, or optionally substituted phenyl.

5. The compound of claim 1 wherein X_{11}, X_{22}, X_{33}, and X_{44} are hydrogen.

6. The compound of claim 2 wherein each of X_1 - X_4 and M_1 - M_5 is carbon.

7. A compound corresponding to Formula IV and the isomers, tautomers, salts and prodrugs thereof:



(IV)

wherein:

M_{17} is hydrogen, hydrocarbyl, substituted hydrocarbyl, hydrocarbyloxy, heterocyclo, amino, or acyl;

M_{18} is hydrocarbyl, substituted hydrocarbyl, or heterocyclo;

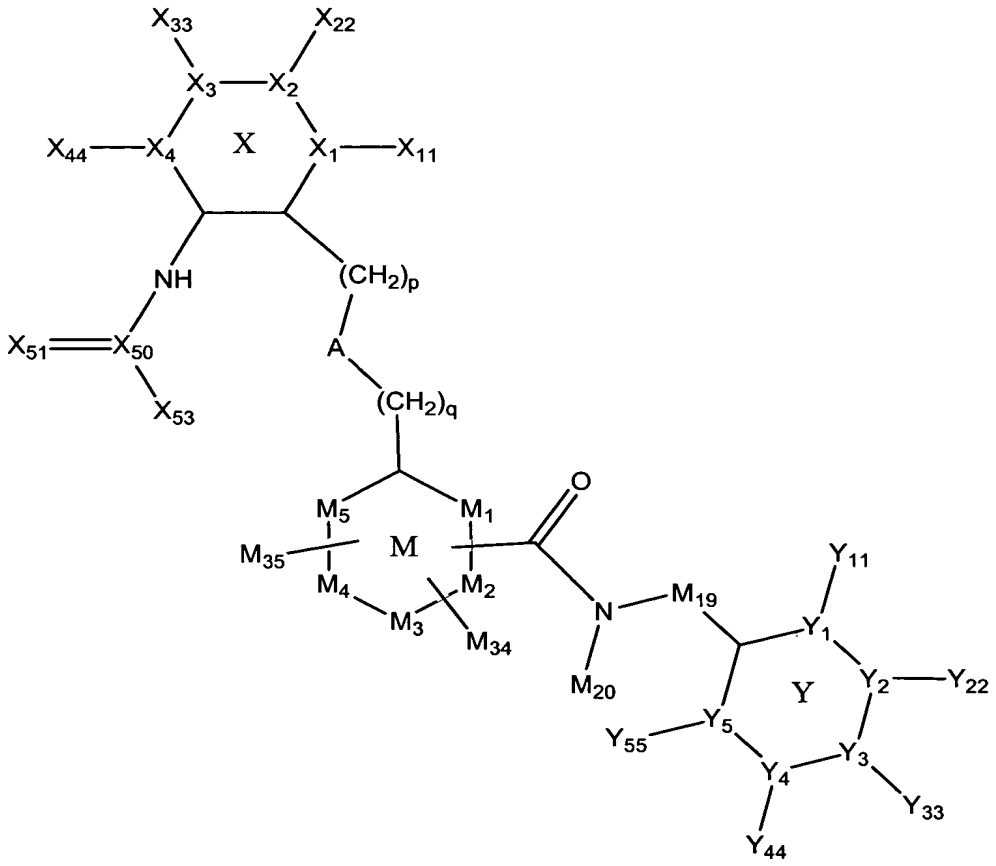
M_{34} and M_{35} are independently hydrogen, hydrocarbyl, substituted hydrocarbyl, amino, alkoxy, halogen, or nitro;

p and q are independently 0,1,or 2;

X_{25} and X_{26} are independently hydrogen, optionally substituted alkyl, nitro or halo, and

X_{53} is hydrocarbyl, substituted hydrocarbyl or heterocyclo.

8. A compound corresponding to Formula V and the isomers, tautomers, salts and prodrugs thereof:



(V)

wherein:

the X ring, the M ring and the Y ring are independently aromatic;

A is oxygen, sulfur, sulfoxide, sulfone, -NHC(=A_2)- or –C(=A_2)NH-;

A_2 is oxygen or sulfur;

M_1, M_2, M_3, M_4, and M_5 are independently a bond, carbon, nitrogen, oxygen or sulfur, provided, however, no more than one of M_1, M_2, M_3, M_4, and M_5 is a bond;

M_{19} is a bond, hydrocarbyl or substituted hydrocarbyl;

M_{20} is hydrogen, hydrocarbyl, substituted hydrocarbyl, or heterocyclo;

M_{34} and M_{35} are independently an electron pair, hydrogen, hydrocarbyl, substituted hydrocarbyl, hydroxy, hydrocarbyloxy, substituted hydrocarbyloxy, mercapto, halo, heterocyclo, cyano, nitro, amino, acyloxy, or acyl, or M_{34} and M_{35} are bonded to adjacent carbon atoms and together with the atoms to which they are bonded form a fused ring system;

p and q are independently 0,1,or 2;

X_1, X_2, X_3, and X_4 are independently a bond, carbon, nitrogen, oxygen or sulfur, provided, however, no more than one of X_1, X_2, X_3, and X_4 is a bond;

X_{11}, X_{22}, X_{33}, and X_{44}, are independently an electron pair, hydrogen, hydrocarbyl, substituted hydrocarbyl, hydroxy, hydrocarbyloxy, substituted hydrocarbyloxy, mercapto, halo, heterocyclo, cyano, nitro, amino, acyloxy, or acyl; provided, however, X_{11}, X_{22}, X_{33}, or X_{44} is not present when X_1, X_2, X_3 or X_4, respectively, is a bond;

X_{50} is carbon, sulfur or sulfoxide;

X_{51} is oxygen, sulfur, or NX_{52};

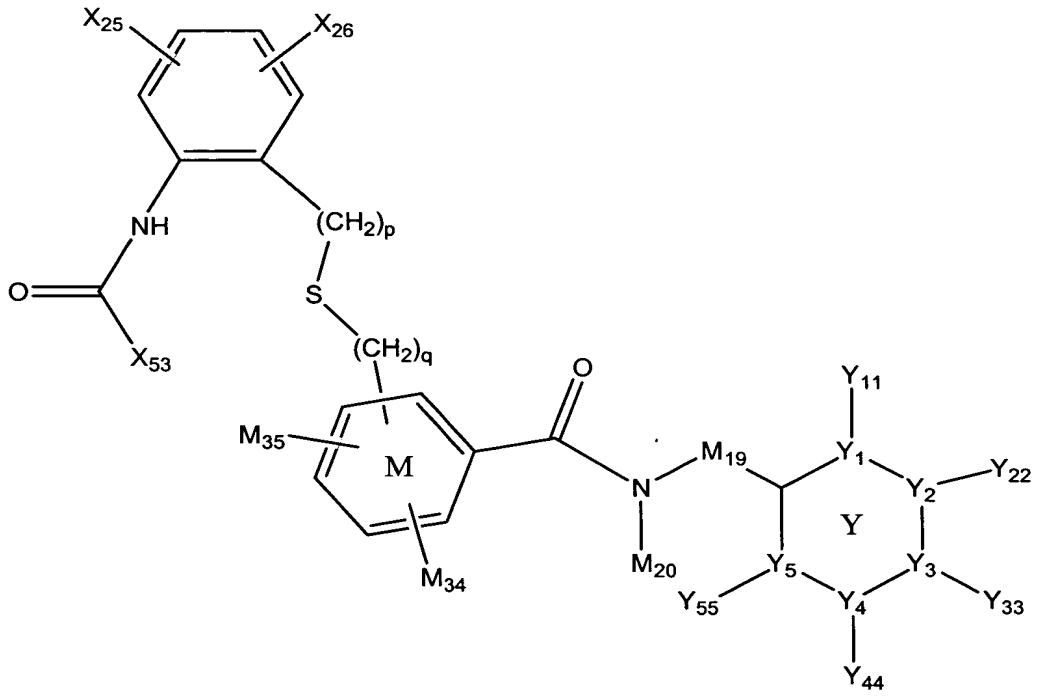
X_{52} is hydrogen, hydrocarbyl, or substituted hydrocarbyl;

X_{53} is hydrogen, hydrocarbyl, substituted hydrocarbyl, heterocyclo, or amino;

Y_1, Y_2, Y_3, Y_4, and Y_5 are independently a bond, carbon, nitrogen, oxygen or sulfur, provided, however, no more than one of Y_1, Y_2, Y_3, Y_4 and Y_5 is a bond; and

Y_{11}, Y_{22}, Y_{33}, Y_{44}, and Y_{55} are independently an electron pair, hydrogen, hydrocarbyl, substituted hydrocarbyl, hydroxy, hydrocarbyloxy, substituted hydrocarbyloxy, mercapto, halo, heterocyclo, cyano, nitro, amino, acyloxy, or acyl, or one of Y_{11} and Y_{22}, Y_{22} and Y_{33} or Y_{33} and Y_{44} and Y_{44} and Y_{55} and the atoms to which they are attached form a fused ring; provided, however, Y_{11}, Y_{22}, Y_{33}, Y_{44} or Y_{55} is not present when Y_1, Y_2, Y_3 Y_4, or Y_5, respectively, is a bond.

9. A compound corresponding to Formula VI and the isomers, tautomers, salts and prodrugs thereof:



(VI)

wherein:

M_{19} is a bond, hydrocarbyl or substituted hydrocarbyl;

M_{20} is hydrogen, hydrocarbyl, substituted hydrocarbyl, or heterocyclo;

M_{34} and M_{35} are independently an electron pair, hydrogen, hydrocarbyl, substituted hydrocarbyl, hydroxy, hydrocarbyloxy, substituted hydrocarbyloxy, mercapto, halo, heterocyclo, cyano, nitro, amino, acyloxy, or acyl, or M_{34} and M_{35} are bonded to adjacent carbon atoms and together with the atoms to which they are bonded form a fused ring system;

the sum of p and q is 1;

X_{25} and X_{26} are independently hydrogen, optionally substituted alkyl, nitro or halo;

X_{53} is hydrogen, hydrocarbyl, substituted hydrocarbyl, heterocyclo, or amino;

Y_1, Y_2, Y_3, Y_4, and Y_5 are independently a bond, carbon, nitrogen, oxygen or sulfur, provided, however, no more than one of Y_1, Y_2, Y_3, Y_4 and Y_5 is a bond; and

Y_{11}, Y_{22}, Y_{33}, Y_{44}, and Y_{55} are independently an electron pair, hydrogen, hydrocarbyl, substituted hydrocarbyl, hydroxy, hydrocarbyloxy, substituted

hydrocarbyloxy, mercapto, halo, heterocyclo, cyano, nitro, amino, acyloxy, or acyl, or one of Y_{11} and Y_{22}, Y_{22} and Y_{33} or Y_{33} and Y_{44} and Y_{44} and Y_{55} and the atoms to which they are attached form a fused ring; provided, however, Y_{11}, Y_{22}, Y_{33}, Y_{44} or Y_{55} is not present when Y_1, Y_2, Y_3 Y_4, or Y_5, respectively, is a bond.

10. The compound of claim 9 wherein M_{19} is methylene.

11. The compound of claim 9 wherein M_{20} is hydrogen.

12. The compound of claim 9 wherein X_{53} is heterocyclo, optionally substituted alkyl, or optionally substituted phenyl.

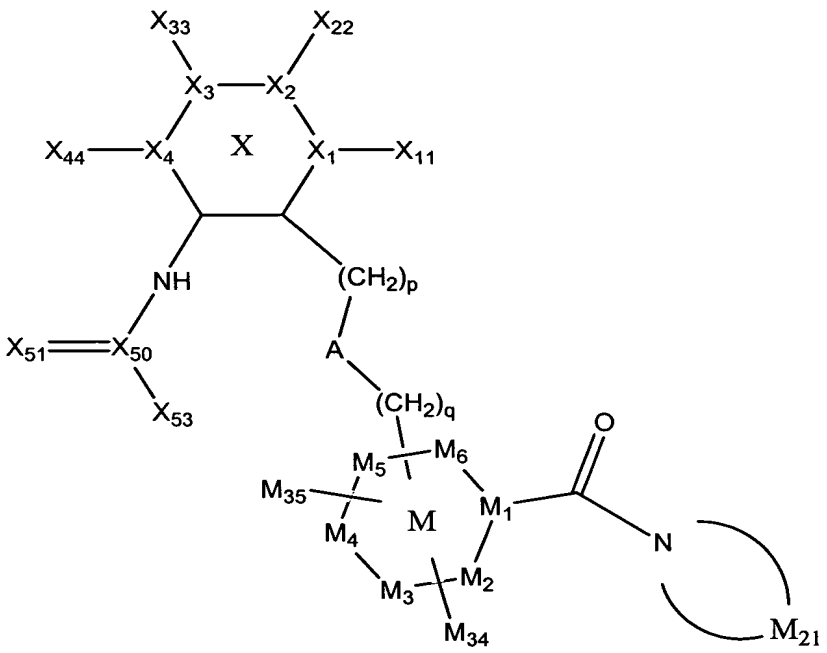
13. The compound of claim 9 wherein M_{19} is methylene; at least one of M_{20}, M_{34} and M_{35} is alkoxy, nitro, or halo; one of X_{25}, X_{26}, is hydrogen and the other is an optionally substituted alkyl, nitro, or halo; and $Y_1 - Y_5$ are carbon.

14. The compound of claim 9 wherein M_{19} is methylene; X_{25}, X_{26}, M_{20}, M_{34} and M_{35} are hydrogen; and $Y_1 - Y_5$ are carbon.

15. The compound of claim 14 wherein any two of Y_{11}, Y_{33}, and Y_{55} are alkoxy.

16. The compound of claim 15 wherein the alkoxy is methoxy.

17. A compound corresponding to Formula VII and the isomers, tautomers, salts and prodrugs thereof:



(VII)

wherein:

the X ring and the M ring are independently aromatic rings;

A is oxygen, sulfur, sulfoxide, sulfone, -NHC(=A_2)- or –C(=A_2)NH-;

A_2 is oxygen or sulfur;

M_1, M_2, M_3, M_4, M_5, and M_6, are independently a bond, carbon, nitrogen, oxygen or sulfur, provided, however, no more than one of M_1, M_2, M_3, M_4, M_5, and M_6, is a bond;

M_{21} in combination with the nitrogen atom to which it is bonded form a heterocylcic ring;

M_{34} and M_{35} are independently an electron pair, hydrogen, hydrocarbyl, substituted hydrocarbyl, hydroxy, hydrocarbyloxy, substituted hydrocarbyloxy, mercapto, halo, heterocyclo, cyano, nitro, amino, acyloxy, or acyl, or M_{34} and M_{35} are bonded to adjacent carbon atoms and together with the atoms to which they are bonded form a fused ring system;

p and q are independently 0,1,or 2;

X_1, X_2, X_3, and X_4 are independently a bond, carbon, nitrogen, oxygen or sulfur, provided, however, no more than one of X_1, X_2, X_3, and X_4 is a bond;

X_{11}, X_{22}, X_{33}, and X_{44}, are independently an electron pair, hydrogen, hydrocarbyl, substituted hydrocarbyl, hydroxy, hydrocarbyloxy, substituted

hydrocarbyloxy, mercapto, halo, heterocyclo, cyano, nitro, amino, acyloxy, or acyl; provided, however, X_{11}, X_{22}, X_{33}, or X_{44} is not present when X_1, X_2, X_3 or X_4, respectively, is a bond;

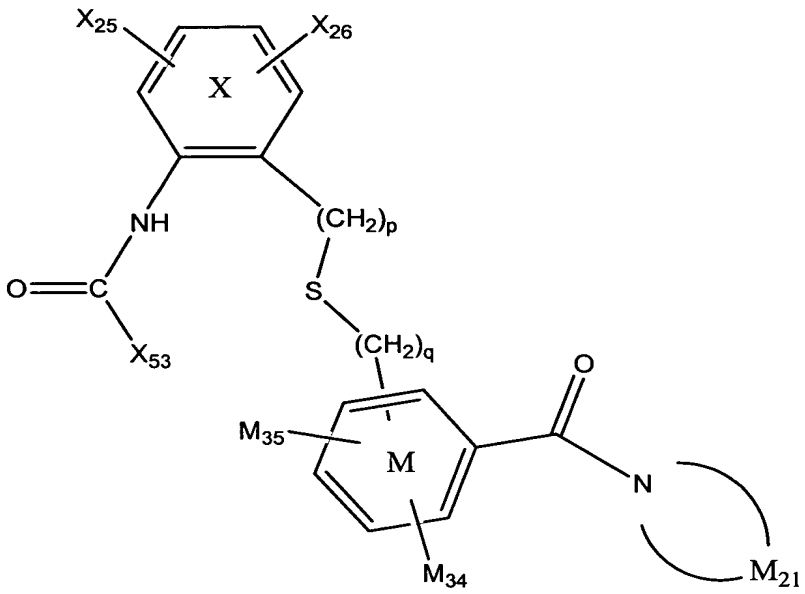
X_{50} is carbon, sulfur or sulfoxide;

X_{51} is oxygen, sulfur, or NX_{52};

X_{52} is hydrogen, hydrocarbyl, or substituted hydrocarbyl; and

X_{53} is hydrogen, hydrocarbyl, substituted hydrocarbyl, heterocyclo, or amino.

18. A compound corresponding to Formula VIII and the isomers, tautomers, salts and prodrugs thereof:



(VIII)

wherein;

M_{21} in combination with the nitrogen atom to which it is bonded form a heterocylcic ring;

M_{34} and M_{35} are independently an electron pair, hydrogen, hydrocarbyl, substituted hydrocarbyl, hydroxy, hydrocarbyloxy, substituted hydrocarbyloxy, mercapto, halo, heterocyclo, cyano, nitro, amino, acyloxy, or acyl, or M_{34} and M_{35}

are bonded to adjacent carbon atoms and together with the atoms to which they are bonded form a fused ring system;

p and q are independently 0,1,or 2;

X_{25} and X_{26} are independently hydrogen, optionally substituted alkyl, nitro or halo; and

X_{53} is hydrogen, hydrocarbyl, substituted hydrocarbyl, heterocyclo, or amino.

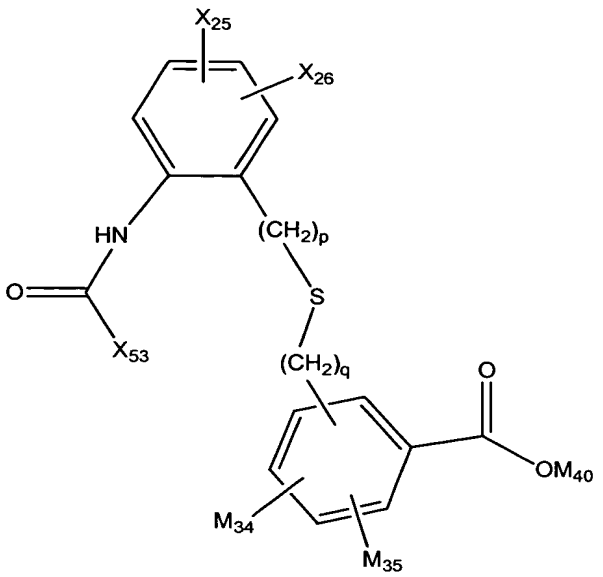
19. The compound of claim 18 wherein the sum of p and q is 1.

20. The compound of claim 18 wherein X_{53} is heterocyclo, optionally substituted alkyl, or optionally substituted phenyl.

21. The compound of claim 18 wherein one of X_{25} and X_{26} is an optionally substituted alkyl, nitro or halo, and the other is hydrogen.

22. The compound of claim 18 wherein X_{25}, X_{26}, M_{34} and M_{35} are hydrogen.

23. A compound corresponding to Formula IX and the isomers, tautomers, salts and prodrugs thereof:



(IX)

wherein;

M_{34} and M_{35} are independently an electron pair, hydrogen, hydrocarbyl, substituted hydrocarbyl, hydroxy, hydrocarbyloxy, substituted hydrocarbyloxy, mercapto, halo, heterocyclo, cyano, nitro, amino, acyloxy, or acyl, or M_{34} and M_{35} are bonded to adjacent carbon atoms and together with the atoms to which they are bonded form a fused ring system;

M_{40} is hydrocarbyl or substituted hydrocarbyl;

p and q are independently 0,1,or 2;

X_{25} and X_{26} are independently hydrogen, optionally substituted alkyl, nitro or halo; and

X_{53} is hydrogen, hydrocarbyl, substituted hydrocarbyl, heterocyclo, or amino.

24. The compound of claim 23 wherein the sum of p and q is 1.

25. The compound of claim 23 wherein one of X_{25} and X_{26} is an optionally substituted alkyl, nitro or halo, and the other is hydrogen.

26. The compound of claim 23 wherein X_{25}, X_{26}, M_{34} and M_{35} are hydrogen; and M_{40} is methyl.

27. A compound selected from the group consisting of

methyl 3-[({2-[(3-chloro-2,2-dimethylpropanoyl)amino]phenyl}thio)methyl] benzoate;

methyl 3-[({2-[(thien-2-ylcarbonyl)amino]phenyl}thio)methyl]benzoate;

methyl 3-[({2-[(trichloroacetyl)amino]phenyl}thio)methyl]benzoate;

methyl 3-[({2-[(2,2-dimethylpropanoyl)amino]phenyl}thio)methyl]benzoate;

3-[({2-[(2,2-dimethylpropanoyl)amino]phenyl}thio)methyl]-N-isopentyl benzamide;

3-[({2-[(2,2-dimethylpropanoyl)amino]phenyl}thio)methyl]-N-(4-methoxy benzyl) benzamide;

2,2-dimethyl-N-[2-({3-[(4-methylpiperazin-1-yl)carbonyl]benzyl}thio)phenyl] propanamide;

2,2-dimethyl-N-[2-({3-[(4-phenylpiperazin-1-yl)carbonyl]benzyl}thio)phenyl] propanamide;

2,2-dimethyl-N-(2-{[3-(piperidin-1-ylcarbonyl)benzyl]thio}phenyl) propanamide;

N-(1,3-benzodioxol-5-ylmethyl)-3-[({2-[(2,2-dimethylpropanoyl)amino] phenyl}thio)methyl]benzamide;

3-[({2-[(2,2-dimethylpropanoyl)amino]phenyl}thio)methyl]-N-phenyl benzamide;

N-benzyl-3-[({2-[(2,2-dimethylpropanoyl)amino]phenyl}thio)methyl] benzamide;

N-[2-({3-[(4-benzylpiperidin-1-yl)carbonyl]benzyl}thio)phenyl]-2,2-dimethylpropanamide;

N-butyl-3-[({2-[(2,2-dimethylpropanoyl)amino]phenyl}thio)methyl] benzamide;

N-cyclohexyl-3-[({2-[(2,2-dimethylpropanoyl)amino]phenyl}thio)methyl] benzamide;

3-[({2-[(2,2-dimethylpropanoyl)amino]phenyl}thio)methyl]-N-(3-fluoro benzyl)benzamide;

N-(2,6-dimethoxybenzyl)-3-[({2-[(2,2-dimethylpropanoyl)amino]phenyl} thio) methyl]benzamide;

3-[({2-[(2,2-dimethylpropanoyl)amino]phenyl}thio)methyl]-N-(2-furylmethyl) benzamide;

methyl N-{3-[({2-[(2,2-dimethylpropanoyl)amino]phenyl}thio)methyl] benzoyl}glycinate;

methyl N-{3-[({2-[(2,2-dimethylpropanoyl)amino]phenyl}thio)methyl] benzoyl}serinate;

3-[({2-[(2,2-dimethylpropanoyl)amino]phenyl}thio)methyl]-N-(tetrahydro furan-2-ylmethyl)benzamide;

N-(2,3-dimethoxybenzyl)-3-[({2-[(2,2-dimethylpropanoyl)amino]phenyl} thio)methyl]benzamide;

3-[({2-[(2,2-dimethylpropanoyl)amino]phenyl}thio)methyl]-N-(2-ethoxy benzyl)benzamide;

3-[({2-[(2,2-dimethylpropanoyl)amino]phenyl}thio)methyl]-N-(4-fluoro benzyl)benzamide;

3-[({2-[(2,2-dimethylpropanoyl)amino]phenyl}thio)methyl]-N-(2-methoxy benzyl)benzamide;

3-[({2-[(2,2-dimethylpropanoyl)amino]phenyl}thio)methyl]-N-(3-methoxy benzyl)benzamide;

3-[({2-[(2,2-dimethylpropanoyl)amino]phenyl}thio)methyl]-N-[4-(trifluoro methoxy)benzyl]benzamide;

3-[({2-[(2,2-dimethylpropanoyl)amino]phenyl}thio)methyl]-N-(3,4,5-trimethoxybenzyl)benzamide;

N-(3,4-dimethoxybenzyl)-3-[({2-[(2,2-dimethylpropanoyl)amino]phenyl} thio)methyl]benzamide;

N-(2,4-dimethoxybenzyl)-3-[({2-[(2,2-dimethylpropanoyl)amino]phenyl} thio)methyl]benzamide ;

N-{2-[(3-{[(2,4-dimethoxybenzyl)amino]carbonyl}benzyl)thio]phenyl} pyridine-2-carboxamide;

N-{2-[(3-{[(2,6-dimethoxybenzyl)amino]carbonyl}benzyl)thio]phenyl} pyridine-2-carboxamide;

2-({2-[(3-{[(2,4-dimethoxybenzyl)amino]carbonyl}benzyl)thio]phenyl} amino)-2-oxoethylacetate;

3-[({2-[(3-{[(2,4-dimethoxybenzyl)amino]carbonyl}benzyl)thiophenyl} amino)carbonyl]-2-methylphenyl acetate ;

2-({2-[(3-{[(2,4dimethoxybenzyl)amino]carbonyl}benzyl)thio]phenyl}amino) -1-methyl-2-oxoethyl acetate;

2-({2-[(3-{[(2,4-dimethoxybenzyl)amino]carbonyl}benzyl)thio]phenyl amino)-2-oxo-1-phenylethyl acetate;

N-{2-[(3-{[(2,4-dimethoxybenzyl)amino]carbonyl}benzyl)thio]phenyl}-2-methoxybenzamide;

N-{2-[(3-{[(2,4-dimethoxybenzyl)amino]carbonyl}benzyl)thio]phenyl} nicotinamide;

N-(2,4-dimethoxybenzyl)-3-{[(2-{[N-(2methoxyethyl)glycyl]amino} phenyl)thio]methyl}benzamide ;

N-(2,4-dimethoxybenzyl)-3-[({2-[(piperidin-1-ylacetyl)amino]phenyl}thio) methyl]benzamide;

N-(2,4-dimethoxybenzyl)-3-{[(2-{[N-(tetrahydrofuran-2-ylmethyl)glycyl] amino}phenyl)thio]methyl}benzamide;

N-(2,4-dimethoxybenzyl)-3-[({3-[(2,2-dimethylpropanoyl)amino]pyridin-2-yl} thio)methyl] benzamide;

3-[({2-[(cyclopentylcarbonyl)amino]phenyl}thio)methyl]-N-(2,4-dimethoxybenzyl)benzamide;

N-(2,4-dimethoxybenzyl)-3-{[(2-{[(1-phenylcyclopropyl)carbonyl]amino} phenyl)thio]methyl} benzamide;

3-({[2-({[1-(4-chlorophenyl)cyclopentyl]carbonyl}amino)phenyl]thio} methyl)-N-(2,4-dimethoxybenzyl)benzamide;

6-chloro-N-{2-[(3-{[(2,4-dimethoxybenzyl)amino]carbonyl}benzylthio] phenyl}nicotinamide;

6-chloro-N-{2-[(3-{[(2,6-dimethoxybenzyl)amino]carbonyl}benzyl) thio]phenyl}nicotinamide;

3-({2-[(3-chloro-2,2-dimethylpropanoyl)amino]benzyl}thio)-N-(2,4-dimethoxybenzyl)benzamide;

3-({2-[(cyclopentylcarbonyl)amino]benzyl}thio)-N-(2,4-dimethoxy benzyl)benzamide;

N-(2,4-dimethoxybenzyl)-3-({2-[(2,2-dimethylpropanoyl)amino]

benzyl}thio)benzamide;

3-({2-[(3-chloro-2,2-dimethylpropanoyl)amino]benzyl}thio)-N-(2,6-dimethoxybenzyl)benzamide;

3-({2-[(cyclopentylcarbonyl)amino]benzyl}thio)-N-(2,6-dimethoxybenzyl) benzamide;

N-(2,6-dimethoxybenzyl)-3-({2-[(2,2-dimethylpropanoyl)amino]benzyl} thio)benzamide;

N-(2,6-dimethoxybenzyl)-3-({2-[(trichloroacetyl)amino]benzyl}thio) benzamide;

N-(2,6-dimethoxybenzyl)-3-({2-[(3,3-dimethylbutanoyl)amino]benzyl}thio) benzamide.

28. A process for the treatment or prevention of a condition in a mammal which is modulated by LXR, comprising administering to a mammal in need thereof a therapeutically effective dose of a compound according to claim 1.

29. A process for the treatment or prevention of a condition in a mammal which is modulated by LXR, comprising administering to a mammal in need thereof a therapeutically effective dose of a compound according to claim 9.

30. A process for the treatment or prevention of a condition in a mammal which is modulated by LXR, comprising administering to a mammal in need thereof a therapeutically effective dose of a compound according to claim 27.